

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	§	Chapter 11
	§	
TMT PROCUREMENT CORPORATION, et al., <sup>1</sup>	§	Case No. 13-33763
	§	
Debtors.	§	Jointly Administered

**STATEMENT OF ISSUES AND DESIGNATION OF RECORD ON APPEAL**  
**(relates to Joint Notice of Appeal at Doc. 203)**

The Secured Creditors<sup>2</sup> submit this statement of issues and designation of the record on appeal pursuant to Federal Rules of Bankruptcy Procedure 8006.

**Statement of Issues**

1. Whether the bankruptcy court has subject matter jurisdiction over the Remaining Debtors' Chapter 11 bankruptcy cases.
2. Whether venue is proper for those bankruptcy cases, and if not, whether those cases should be dismissed pursuant to 28 U.S.C. § 1406(a).
3. Whether the bankruptcy court erred in determining that those bankruptcy cases were commenced in good faith
4. Whether the bankruptcy court erred in denying the *Emergency Motion for Entry of an Order Dismissing with Prejudice the Debtors' Chapter 11 Cases Pursuant to Sections 105(a), 305(a), and/or 1112(b) of the Bankruptcy Code* [Doc. 67] (the "Dismissal Motion") based on all grounds asserted therein and in the Secured Creditors' briefs.
5. Whether the bankruptcy court incorrectly failed to conclude that "cause" existed under 11 U.S.C. § 1112(b) to dismiss those cases, and if so, whether those cases should be dismissed pursuant to 11 U.S.C. § 1112(b).

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<sup>1</sup> The "Remaining Debtors" are: (1) A Whale Corporation; (2) B Whale Corporation; (3) C Whale Corporation; (4) D Whale Corporation; (5) E Whale Corporation; (6) G Whale Corporation; (7) H Whale Corporation; (8) A Duckling Corporation; (9) F Elephant Inc.; (10) A Ladybug Corporation; (11) C Ladybug Corporation; (12) D Ladybug Corporation; (13) A Handy Corporation; (14) B Handy Corporation; (15) C Handy Corporation; (16) B Max Corporation; (17) New Flagship Investment Co., Ltd.; (18) RoRo Line Corporation; (19) Ugly Duckling Holding Corporation; (20) Great Elephant Corporation; and (21) TMT Procurement Corporation.

<sup>2</sup> "Secured Creditors" refers to **Mega International Commercial Bank Co. Ltd.**, both in its capacity as an individual lender as well as its role as agent bank in those certain syndicated facilities related to the Remaining Debtors, **Cathay United Bank**, both in its capacity as an individual lender as well as its role as agent bank in those certain syndicated facilities related to the Remaining Debtors, **Shanghai Commercial & Savings Bank** on behalf of itself and as agent, and **First Commercial Bank Co. Ltd.**

6. Whether the bankruptcy court abused its discretion in declining to dismiss or suspend those cases under 11 U.S.C. § 305(a).
7. Whether the Bankruptcy Court erred in admitting/excluding evidence at the hearings on the Dismissal Motion.

### Designation of Record

The Secured Creditors designate these items to be included in the appellate record:

Doc.	Date	Document
—		Docket sheet for No. 13-33763
1	6/20/13	<i>Chapter 11 Voluntary Petition</i> in <u>each separate bankruptcy case</u> of all original, jointly-administered debtors—i.e., (1) A Whale Corporation; (2) B Whale Corporation; (3) C Whale Corporation; (4) D Whale Corporation; (5) E Whale Corporation; (6) G Whale Corporation; (7) H Whale Corporation; (8) A Duckling Corporation; (9) F Elephant Corporation; (10) F Elephant Inc.; (11) A Ladybug Corporation; (12) C Ladybug Corporation; (13) D Ladybug Corporation; (14) A Handy Corporation; (15) B Handy Corporation; (16) C Handy Corporation; (17) B Max Corporation; (18) New Flagship Investment Co. Ltd.; (19) RoRo Line Corporation; (20) Ugly Duckling Holding Corporation; (21) Great Elephant Corporation; (22) TMT Procurement Corporation; and (23) TMT USA Shipmanagement LLC.
9	6/20/13	Complaint to Compel Turnover (Adv. Case No. 13-03141)
10	6/20/13	Consolidated List of Creditors Holding 30 Largest Unsecured Claims
14	6/20/13	Debtors' Master Service List
15	6/20/13	Declaration of Lisa Donahue in Support of Debtors' Voluntary Petitions Under Chapter 11 of Title 11 of the United States Code and First Day Motions
29	6/25/13	Order Granting Debtors' Motion for Joint Administration
33	6/24/13	Order Authorizing Use of Cash Collateral ( <i>C Ladybug Corp.</i> )

<b>Doc.</b>	<b>Date</b>	<b>Document</b>
34	6/24/13	Order Authorizing Use of Cash Collateral ( <i>A Whale Corp.</i> )
42	6/27/13	Order Granting Debtors' Emergency Motion to Extend Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, and Statement of Financial Affairs
43	6/27/13	Interim Order Authorizing Use of Cash Collateral and Granting Adequate Protection
67	7/3/13	Joint Emergency Motion for Entry of an Order Dismissing with Prejudice the Debtors' Chapter 11 Cases Pursuant to Sections 105(a), 305(a), 349 and/or 1112(b) of the Bankruptcy Code
84	7/9/13	Notice of Appointment of Creditors' Committee
88	7/12/13	Statement of Prepetition Secured Creditors in Connection with Emergency Status Conference
89	7/12/13	TMT USA Shipmanagement LLC's Response to Statement
91	7/15/13	Mega International Commercial Bank Co., Ltd.'s Brief [with exhibits and appendices, including those filed under seal]
92	7/15/13	First Commercial Bank Co., Ltd.'s Brief [with exhibits and appendices, including those filed under seal]
93	7/15/13	TMT USA Shipmanagement LLC's Brief [with exhibits and appendices, including those filed under seal]
94	7/15/13	Shanghai Commercial & Savings Bank's Brief [with exhibits and appendices, including those filed under seal]
95	7/15/13	Bank Sinopac's and Cathay United Bank's Brief [with exhibits and appendices, including those filed under seal]
97	7/15/13	BHP Billiton Marketing A.G.'s Memorandum of Law [with exhibits and appendices, including those filed under seal]

<b>Doc.</b>	<b>Date</b>	<b>Document</b>
100	7/15/13	Official Committee of Unsecured Creditors' Memorandum of Law in Opposition to Emergency Motion for Entry of an Order Dismissing With Prejudice the Debtors' Chapter 11 Cases
116	7/17/13	Notice of Dec. of Joelle Louise Downes Regarding South African Law
118	7/18/13	Shanghai Commercial & Savings Bank's Brief in Opposition [with exhibits and appendices, including those filed under seal]
119	7/18/13	Bank Sinopac's and Cathay United Bank's Brief
121	7/18/13	Hsin-Chi Su a/k/a Nobu Su's Brief
126	7/19/13	Order Granting Debtors' Motion for Joint Administration
134	7/23/13	Order
151	7/29/13	Brief in Opposition to Hsin-Chi Su's Brief Regarding F3 Capital's Proposed Escrow of Vantage Shares and Motion to Abstain or Alternatively Request for Entry of Proposed Findings and Conclusions Under 28 USC 157(c)
165	8/2/13	Debtors' Objection to Vantage Drilling Company Inc.'s Motion to Abstain
173	8/5/13	Vantage Drilling Company, Inc.'s Brief
203	8/6/13	Joint Notice of Appeal
205	8/6/13	Secured Creditors' Joint Motion for Leave to Appeal
_____	8/20/13	Statement of Issues and Designation of Record

Doc.	Date	Document
51	*	Transcript of hearing: June 24, 2013 (with exhibits offered/admitted)
—		Recording of hearing: June 24, 2013
58	*	Transcript of hearing: June 27, 2013 (with exhibits offered/admitted)
—		Recording of hearing: June 27, 2013
96	*	Transcript of hearing: July 8, 2013 (with exhibits offered/admitted)
—		Recording of hearing: July 8, 2013
117	*	Transcript of hearing: July 16, 2013 (with exhibits offered/admitted)
—		Recording of hearing: July 16, 2013
125	*	Transcript of hearing: July 17, 2013 (with exhibits offered/admitted)
—		Recording of hearing: July 17, 2013
207	*	Transcript of hearing: July 18, 2013 (with exhibits offered/admitted)
—		Recording of hearing: July 18, 2013
***	8/19/13	Transcript of hearing: July 12, 2013 (with exhibits offered/admitted) ( <u>Doc. 150</u> in <i>In re TMT USA Ship Management LLC</i> , No. 13-33740 (Bankr. S.D. Tex. filed June 20, 2013))
—	*	Recording of hearing: July 12, 2013

Based on the district court's *Assignment to a District Judge* (Doc. 210), no documents are filed or submitted with this designation. The appellants will supply copies of designated documents (including hearing exhibits and exhibits filed under seal) as requested by the clerk of this court.

Respectfully submitted,

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### **Certificate of Service**

I hereby certify that on August 20, 2013, this document was served through the court's ECF system on all parties entitled to receive electronic notice in these cases, including counsel for the Debtors, the Official Committee of Unsecured Creditors, the U.S. Trustee, and all parties who have filed a notice of appearance requesting such service, as indicated below:

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